

## **EXHIBIT C**

## Position and Candidate Specification



Willis Towers Watson

### Chief Financial Officer

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# About the Company

Willis Towers Watson

Willis Towers Watson (NASDAQ: WLTW) is a leading global advisory, broking, and solutions company that helps clients around the world turn risk into a path for growth. The company is the result of the recent merger between Willis and Towers Watson that was announced in 2015 and completed in January 2016.

We design and deliver solutions that manage risk, optimize benefits, cultivate talent, and expand the power of capital to protect and strengthen institutions and individuals. Our unique perspective allows us to see the critical intersections between talent, assets and ideas — the dynamic formula that drives business performance by improving clients' ability to attract, retain, and engage a talented workforce.

## FINANCIAL AND OPERATIONAL HIGHLIGHTS

With roots dating to 1828, Willis Towers Watson has 40,000 employees serving clients in more than 140 countries.

\$7.9 billion in 2016 revenue

Market cap of approximately \$17.3 billion

## WILLIS TOWERS WATSON LEADERSHIP



John Haley, Chief Executive Officer

John joined the company in 1977 and throughout his career served in a variety of roles including consulting actuary to several of the company's largest clients, manager of the Washington, D.C. consulting office and leader of the global Retirement practice. John was named CEO in 1998. Under his leadership, the company has completed three historic mergers, in 2005, 2010 and 2016, which formed present-day Willis Towers Watson. John also serves on the board of directors of the U.S.-China Business Council and MAXIMUS, and served as a director of Hudson Global, Inc. He is a Fellow of both the Society of Actuaries and the Conference of Consulting Actuaries, and has served as a trustee of The Actuarial Foundation. John has a bachelor's degree in mathematics from Rutgers College and received a fellowship for two years of study at the Graduate School of Mathematics at Yale University.

# Position Summary

Willis Towers Watson

Willis Towers Watson seeks an exceptionally talented CFO to provide strategic financial leadership for its business. S/he will partner closely with the CEO, executive management, and the board and will contribute to business strategy and operations, playing a leading role in capital allocation, performance analysis, and incentives that drive profitable operations. In Willis Towers Watson's collegial, values driven environment, the CFO plays a critical role to help increase shareholder value by driving operational and financial goals, helping the business identify and capture revenue growth, operational efficiencies, and investment opportunities.

Ideal candidates will have outstanding finance and business acumen and will bring experience from a complex, global business with significant scale. Commercial judgment and a business-partner mindset are key qualifications. International experience, an operational orientation, and expertise guiding the build and oversight of financial systems and infrastructure to support management objectives are critical qualities. The CFO will also be a collaborative and effective team leader who is passionate about driving excellence. The role will likely be based in a major U.S. east coast location, such as Philadelphia, Washington, D.C., or Miami and could also be situated in London.

## KEY RELATIONSHIPS

Reports to	John Haley, CEO
Direct reports	<p>A direct team of approximately 10 finance executives including Treasurer, Controller, heads of financial planning/analysis, investor relations, tax, head of internal audit and segment/region CFOs</p> <p>Head of Global Financial Services</p> <p>A global finance team of approximately 1,400 currently</p>
Other key relationships	<p>Nicolas Aubert, Head of Great Britain</p> <p>Adam Garrard, Head of International</p> <p>Julie Gebauer, Human Capital and Benefits</p> <p>Joe Gunn, Head of North America</p> <p>Carl Hess, Investment, Risk, and Reinsurance</p> <p>Todd Jones, Corporate Risk &amp; Broking</p> <p>Paul Morris, Head of Western Europe</p> <p>Gene Wickes, Exchange Solutions</p> <p>Anne Pullum, CAO and Head of Strategy and Business Development</p> <p>Anne Bodnar, Chief Human Resources Officer</p> <p>Matt Furman, General Counsel</p> <p>David Shalders, Operations and Technology</p>

**KEY RESPONSIBILITIES**

- Strategic partner. Serve as a business partner and strategic advisor to the CEO, leadership team and board of directors on a wide range of financial, strategic, operational, and organizational issues. Interface with peers to evaluate and advise on the financial impact of short- and long-term strategic and operational plans. Support the analysis of potential M&A transactions.
- Operational finance. Drive the establishment of global finance infrastructure, including integrated processes, systems and teams. Partner with executive management to develop and manage the company's key operating mechanisms. Partner with commercial and operational finance leaders to provide relevant and timely analysis, benchmarks and business insights that inform business decisions and drive profitable growth. Develop and review financial forecasts with senior management to assure business performance in line with expectations and external guidance. Recommend actions for improvement as appropriate.
- Corporate finance/investor relations. Play a leading role in refining Willis Towers Watson's financial structure and balance sheet. Oversee banking and financial advisor relationships; interface with lenders and lessors. Oversee extensive foreign exchange, commodity and interest rate hedging programs. In tandem with the CEO, serve as a company spokesperson to the financial community. Promote the organization in the financial markets to ensure adequate sources of capital. Advise on optimal capital structure, liquidity management, financing and capital allocation.
- Management reporting and planning. Develop and oversee strategic long-term planning, cost controls, objectives, goals and policies for the company. Maintain and enhance a reliable cash flow projection process and reporting mechanism which ensures adequate cash/working capital to meet operating needs. Lead the company's annual budget process and overall financial modeling, planning and analysis functions.
- Stewardship. Supervise the preparation of timely and accurate financial reports, including tax filings and analysis of performance, variance and cash flow to the strictest standards of accounting and the law. Ensure the fiscal integrity of the business through enhancement and management of accounting systems and controls. Manage the relationship with the company's external auditors and oversee the internal audit function.
- Team leadership. Recruit, develop, motivate and retain a highly effective worldwide finance team capable of working closely alongside corporate and business unit leadership teams to help drive results. Develop the next generation of finance talent for the organization.

**DESIRED OUTCOMES**

- Help the leadership team achieve short and longer term EPS targets.
- Continue the work of driving the post-integration organization and structure, ensuring efficiency and seamless reporting. Help lead major ERP implementation.
- Strengthen the partnership between finance and the businesses, delivering analytics and insights to effectively manage the performance of the business.
- Increase talent capability and overall bench strength in the finance function.

# Candidate Profile

Willis Towers Watson

The CFO we seek is an accomplished financial executive with unquestionable integrity, a positive reputation, and demonstrated success serving as a CFO of a complex, global business. Given Willis Towers Watson's global footprint, experience living and/or working overseas is desirable. The CFO will bring exceptional collaboration, influencing and leadership skills. Ideal candidates will also have strong business acumen—in addition to finance acumen—with the interest and ability to drive value creation through commercial activities. The new CFO will help drive business integration, ERP implementation and the development of world class people, processes and systems. S/he will demonstrate strong interpersonal and communication skills and will work effectively with the management team, employees, and the board, as well as externally with the financial community and other stakeholders.

## IDEAL EXPERIENCE

20+ years of senior level finance leadership experience

Diverse and progressive finance experience is preferred, ideally culminating in a public-company CFO role

International experience with a global company

Understanding of regulations, risks, and doing business in a global environment.

Relevant industry experience

Experience working for a best-in-class services business is ideal but not required. Strong financial disciplines and experience in M&A, integration and development of financial and operational infrastructure—including people, processes and systems—in a global context, is important.

Relevant scale and complexity

Experience in a large, global, multi-billion dollar publicly-traded environment is preferred

Leadership of a globally-dispersed team

Ideally with a total headcount greater than 500

Strong academic credentials

An undergraduate degree in finance, accounting, economics, or other relevant field; a CPA and/or MBA is desirable

## CRITICAL LEADERSHIP CAPABILITIES

### Driving Results

- Acts to surpass goals, seizing opportunities to push the envelope.
- Sets continually higher goals that are ambitious but realistic for self and team, geared to organizational objectives.
- Focuses on new business opportunities that enable business development targets to be exceeded.

### Strategic Business Partner

- Thinks 2-3 years ahead. Builds strategies to address market trends and anticipates how changes in competitors, clients, and market segments affect the business.
- Partners effectively with diverse leaders and groups in the company, bringing tools, analysis and ideas to support growth, profits and commercial results.
- Translates broad corporate strategies into clear, specific objectives and plans for units and individuals.
- Creates plans that address specific segments or contrasts local market with other locations or segments.

### Team Leadership

- Collaborates and openly debates with the team to manage projects, solve problems, discuss challenging issues, or learn more about critical issues as a group.
- Delegates roles thoughtfully to free self to work at a more strategic level.
- Collaborates with each employee to establish clear, challenging performance goals and metrics for the year.
- Designs a performance management process to monitor projects and deliver results that exceed expectations.
- Periodically reviews team progress against plans, focuses attention beyond the project to the full year or more.